



# House of Representatives

General Assembly

**File No. 666**

January Session, 2009

Substitute House Bill No. 6643

*House of Representatives, April 16, 2009*

The Committee on Judiciary reported through REP. LAWLOR of the 99th Dist., Chairperson of the Committee on the part of the House, that the substitute bill ought to pass.

**AN ACT CONCERNING THE RESIGNATION OR ABSENCE OF AN  
AGENT FOR SERVICE OF PROCESS FOR CERTAIN BUSINESS  
ENTITIES.**

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Subsection (e) of section 34-13b of the general statutes is  
2 repealed and the following is substituted in lieu thereof (*Effective*  
3 *October 1, 2009*):

4 (e) If a statutory agent for service dies, dissolves, removes from the  
5 state or resigns, the limited partnership shall forthwith appoint  
6 another statutory agent for service. If the statutory agent for service  
7 changes his or its business or residence address within the state from  
8 that appearing upon the record in the office of the Secretary of the  
9 State, the agent for service of process or the limited partnership shall  
10 forthwith file with the Secretary of the State notice of the new address.  
11 A statutory agent for service may resign by filing with the Secretary of  
12 the State a signed statement in duplicate to that effect. The Secretary of  
13 the State shall forthwith file one copy and mail the other copy of such

14 statement to the limited partnership, at the office designated in the  
15 certificate of limited partnership. Upon the expiration of [one hundred  
16 twenty] thirty days after such filing, the resignation shall be effective  
17 and the authority of such statutory agent for service shall terminate. A  
18 limited partnership may revoke the appointment of a statutory agent  
19 for service by making a new appointment as provided in this section  
20 and any new appointment so made shall revoke all appointments  
21 theretofore made.

22 Sec. 2. Section 34-38p of the general statutes is repealed and the  
23 following is substituted in lieu thereof (*Effective October 1, 2009*):

24 (a) Each foreign limited partnership shall, before transacting  
25 business in this state, appoint in writing an agent upon whom all  
26 process, in any action or proceeding against it, may be served, and by  
27 such appointment the foreign limited partnership shall agree that any  
28 process against it which is served on such agent shall be of the same  
29 legal force and validity as if served on the foreign limited partnership  
30 and that such appointment shall continue in force as long as any  
31 liability remains outstanding against the foreign limited partnership in  
32 this state.

33 (b) A foreign limited partnership's agent for service upon whom  
34 process may be served shall be: (1) The Secretary of the State and his  
35 successors in office; (2) a natural person who is a resident of this state;  
36 (3) a domestic corporation; (4) a corporation not organized under the  
37 laws of this state and which has procured a certificate of authority to  
38 transact business or conduct its affairs in this state; (5) a domestic  
39 limited liability company; (6) a limited liability company not organized  
40 under the laws of this state and which has procured a certificate of  
41 registration to transact business or conduct its affairs in this state; (7) a  
42 domestic registered limited liability partnership; (8) a registered  
43 limited liability partnership not organized under the laws of this state  
44 and which has procured a certificate of authority to transact business  
45 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
46 a statutory trust not organized under the laws of this state and which

47 has procured a certificate of registration to transact business or  
48 conduct its affairs in this state.

49 (c) A foreign limited partnership's appointment of the Secretary of  
50 the State and his successors in office as its initial agent upon whom  
51 process may be served shall be included in the application for  
52 registration as provided in section 34-38g. A subsequent appointment  
53 of the Secretary of the State and his successors in office as a foreign  
54 limited partnership's agent upon whom process may be served shall be  
55 filed in the office of the Secretary of the State in such form as the  
56 secretary shall prescribe.

57 (d) A foreign limited partnership's appointment of a natural person  
58 or an entity set forth in subdivisions (2) to (10), inclusive, of subsection  
59 (b) of this section as its initial agent upon whom process may be served  
60 shall be included in the application for registration as provided in  
61 section 34-38g. A foreign limited partnership's subsequent  
62 appointment of any such natural person or entity as its agent upon  
63 whom process may be served shall be filed with the Secretary of the  
64 State in such form as the secretary shall prescribe setting forth: (1) The  
65 name of the foreign limited partnership; (2) the name of such agent; (3)  
66 a statement of acceptance by the statutory agent therein appointed;  
67 and (4) if such agent is a natural person, the business and residence  
68 addresses thereof; if such agent is an entity organized under the laws  
69 of this state, the address of the principal office thereof; if such agent is  
70 an entity not organized under the laws of this state, the address of the  
71 principal office thereof in this state. In each case, the address shall  
72 include the street and number or other particular designation. All  
73 subsequent written appointments filed with the Secretary of the State  
74 shall be signed by a general partner of the foreign limited partnership  
75 and, if other than the Secretary of the State, by the statutory agent  
76 therein appointed.

77 (e) If an agent dies, dissolves, removes from the state or resigns, the  
78 foreign limited partnership shall forthwith appoint another agent upon  
79 whom process may be served. If such agent changes his or its address

80 within the state from that appearing upon the records in the office of  
81 the Secretary of the State, the foreign limited partnership or agent shall  
82 forthwith file with the Secretary of the State notice of the new address.  
83 Such agent may resign by filing with the Secretary of the State a signed  
84 statement in duplicate to that effect. The Secretary of the State shall  
85 forthwith file one copy and mail the other copy of such statement [,  
86 together with notice that as a result of the failure to comply with this  
87 section, the authority to transact business in this state of such foreign  
88 limited partnership shall be deemed to have been revoked, by certified  
89 mail,] to the foreign limited partnership at the office designated in the  
90 certificate of registration filed pursuant to section 34-38g. Upon the  
91 expiration of [one hundred twenty] thirty days after the mailing of  
92 such notice, the resignation shall be effective. [and the authority of the  
93 foreign limited partnership to transact business in this state shall be  
94 revoked unless a new agent has been appointed as provided in this  
95 section within such one-hundred-twenty-day period.] A foreign  
96 limited partnership may revoke the appointment of an agent upon  
97 whom process may be served by making a new appointment as  
98 provided in this section and any new appointment so made revokes all  
99 appointments theretofore made.

100 [(f) Whenever a foreign limited partnership fails to comply with this  
101 section, the authority of such foreign limited partnership shall be  
102 deemed to have been revoked.]

103 Sec. 3. Section 34-38u of the general statutes is repealed and the  
104 following is substituted in lieu thereof (*Effective October 1, 2009*):

105 (a) The certificate of registration of a foreign limited partnership to  
106 transact business in this state may be revoked by the Secretary of the  
107 State upon the conditions provided in this section when: (1) Any wilful  
108 misrepresentation has been made of any material matter in any  
109 application, report, affidavit or other document, submitted by such  
110 foreign limited partnership pursuant to this chapter; [or] (2) the foreign  
111 limited partnership is exceeding the authority conferred upon it by this  
112 chapter; or (3) the foreign limited partnership is without an agent upon

113 whom process may be served in this state for sixty days or more.

114 (b) On the happening of the events set out in subdivision (1), or (2)  
115 or (3) of subsection (a) of this section, the Secretary of the State shall  
116 give not less than twenty days' written notice to the foreign limited  
117 partnership that he intends to revoke the certificate of registration of  
118 such foreign limited partnership for one of said causes, specifying the  
119 same. Such notice shall be given by registered or certified mail or mail  
120 evidenced by a certificate of mailing addressed to the foreign limited  
121 partnership at its address as last shown on the records of the Secretary  
122 of the State. If, before expiration of the time set forth in such notice, the  
123 foreign limited partnership establishes to the satisfaction of the  
124 Secretary of the State that the stated cause for the revocation of its  
125 certificate of registration did not exist at the time the notice was mailed  
126 or, if it did exist at said time, has been cured, the Secretary of the State  
127 shall take no further action. Otherwise, on the expiration of the time  
128 stated in the notice, he shall revoke the certificate of registration of  
129 such foreign limited partnership to transact business in this state.

130 (c) Upon revoking the certificate of registration of any foreign  
131 limited partnership, the Secretary of the State shall file a certificate of  
132 revocation in his office and mail a copy thereof to such foreign limited  
133 partnership at its address as last shown on his records. The filing of  
134 such certificate of revocation shall cause the authority of a foreign  
135 limited partnership to transact business in this state to cease.  
136 Notwithstanding the filing of the certificate of revocation, the  
137 appointment by a foreign limited partnership of an attorney upon  
138 whom process may be served shall continue in force as long as any  
139 liability remains outstanding against the foreign limited partnership in  
140 this state.

141 Sec. 4. Section 34-224 of the general statutes is repealed and the  
142 following is substituted in lieu thereof (*Effective October 1, 2009*):

143 (a) Each foreign limited liability company shall, before transacting  
144 business in this state, appoint in writing an agent upon whom all  
145 process, in any action or proceeding against it, may be served, and by

146 such appointment the foreign limited liability company shall agree that  
147 any process against it which is served on such agent shall be of the  
148 same legal force and validity as if served on the foreign limited liability  
149 company and that such appointment shall continue in force as long as  
150 any liability remains outstanding against the foreign limited liability  
151 company in this state.

152 (b) A foreign limited liability company's agent for service upon  
153 whom process may be served shall be: (1) The Secretary of the State  
154 and his successors in office; (2) a natural person who is a resident of  
155 this state; (3) a domestic corporation; (4) a foreign corporation which  
156 has procured a certificate of authority to transact business or conduct  
157 its affairs in this state; (5) a domestic limited liability company; (6) a  
158 foreign limited liability company which has procured a certificate of  
159 registration to transact business or conduct its affairs in this state; (7) a  
160 domestic registered limited liability partnership; (8) a registered  
161 limited liability partnership not organized under the laws of this state  
162 and which has procured a certificate of authority to transact business  
163 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
164 a statutory trust not organized under the laws of this state and which  
165 has procured a certificate of registration to transact business or  
166 conduct its affairs in this state.

167 (c) A foreign limited liability company's appointment of the  
168 Secretary of the State and his successors in office as its initial agent  
169 upon whom process may be served shall be included in the application  
170 for registration as provided in section 34-223. A subsequent  
171 appointment of the Secretary of the State and his successors in office as  
172 a foreign limited liability company's agent upon whom process may be  
173 served shall be filed in the office of the Secretary of the State in such  
174 form as the secretary shall prescribe.

175 (d) A foreign limited liability company's appointment of a natural  
176 person or an entity set forth in subdivisions (2) to (10), inclusive, of  
177 subsection (b) of this section as its initial agent upon whom process  
178 may be served shall be included in the application for registration as

179 provided in section 34-223. A foreign limited liability company's  
180 subsequent appointment of any such natural person or entity as its  
181 agent upon whom process may be served shall be filed with the  
182 Secretary of the State in such form as the secretary shall prescribe  
183 setting forth: (1) The name of the foreign limited liability company; (2)  
184 the name of such agent; (3) a statement of acceptance by the statutory  
185 agent therein appointed; and (4) if such agent is a natural person, the  
186 business and residence addresses thereof; if such agent is an entity  
187 organized under the laws of this state, the address of the principal  
188 office thereof; if such agent is an entity not organized under the laws of  
189 this state, the address of the principal office thereof in this state. In  
190 each case, the address shall include the street number or other  
191 particular designation. All subsequent written appointments filed with  
192 the Secretary of the State shall be signed by a member of the foreign  
193 limited liability company and, if other than the Secretary of the State,  
194 by the statutory agent therein appointed.

195 (e) If an agent dies, dissolves, removes from the state or resigns, the  
196 foreign limited liability company shall forthwith appoint another agent  
197 upon whom process may be served. If such agent changes his or its  
198 address within the state from that appearing upon the records in the  
199 office of the Secretary of the State, the foreign limited liability company  
200 or agent shall forthwith file with the Secretary of the State notice of the  
201 new address. Such agent may resign by filing with the Secretary of the  
202 State a signed statement in duplicate to that effect. The Secretary of the  
203 State shall forthwith file one copy and mail the other copy of such  
204 statement [ together with notice that as a result of the failure to  
205 comply with this section, the authority to transact business in this state  
206 of such foreign limited liability company shall be deemed to have been  
207 revoked, by certified mail,] to the foreign limited liability company at  
208 the office designated in the application for registration filed pursuant  
209 to section 34-223. Upon the expiration of [one hundred twenty] thirty  
210 days after the mailing of such notice, the resignation shall be effective,  
211 [and the authority of the foreign limited liability company to transact  
212 business in this state shall be revoked unless a new agent has been  
213 appointed as provided in this section within such one-hundred-

214 twenty-day period.] A foreign limited liability company may revoke  
215 the appointment of an agent upon whom process may be served by  
216 making a new appointment as provided in this section and any new  
217 appointment so made revokes all appointments theretofore made.

218 [(f) Whenever a foreign limited liability company fails to comply  
219 with this section, the authority of such foreign limited liability  
220 company shall be deemed to have been revoked.]

221 Sec. 5. Section 34-232 of the general statutes is repealed and the  
222 following is substituted in lieu thereof (*Effective October 1, 2009*):

223 (a) The certificate of registration of a foreign limited liability  
224 company to transact business in this state may be revoked by the  
225 Secretary of the State upon the conditions provided in this section  
226 when: (1) A wilful misrepresentation has been made of any material  
227 matter in any application, report, affidavit or other document,  
228 submitted by such foreign limited liability company pursuant to  
229 sections 34-100 to 34-242, inclusive, as amended by this act; [or] (2) the  
230 foreign limited liability company is exceeding the authority conferred  
231 upon it by said sections; or (3) the foreign limited liability company is  
232 without an agent upon whom process may be served in this state for  
233 sixty days or more.

234 (b) On the happening of the events set out in subdivision (1), [or] (2)  
235 or (3) of subsection (a) of this section, the Secretary of the State shall  
236 give not less than twenty days written notice to the foreign limited  
237 liability company that said secretary intends to revoke the certificate of  
238 registration of such foreign limited liability company for one of said  
239 causes, specifying the same. Such notice shall be given by registered or  
240 certified mail or mail evidenced by a certificate of mailing addressed to  
241 the foreign limited liability company at its address as last shown on  
242 the records of the Secretary of the State. If, before expiration of the time  
243 set forth in the notice, the foreign limited liability company establishes  
244 to the satisfaction of the Secretary of the State that the stated cause for  
245 the revocation of its certificate of registration did not exist at the time  
246 the notice was mailed or, if it did exist at said time, has been cured, the



247 Secretary of the State shall take no further action. Otherwise, on the  
248 expiration of the time stated in the notice, said secretary shall revoke  
249 the certificate of registration of such foreign limited liability company  
250 to transact business in this state.

251 (c) Upon revoking the certificate of registration of any foreign  
252 limited liability company, the Secretary of the State shall file a  
253 certificate of revocation in his office and mail a copy thereof to such  
254 foreign limited liability company at its address as last shown on said  
255 secretary's records. The filing of such certificate shall cause the  
256 authority of a foreign limited liability company to transact business in  
257 this state to cease. Notwithstanding the filing of the certificate of  
258 revocation, the appointment by a foreign limited liability company of  
259 an attorney upon whom process may be served shall continue in force  
260 as long as any liability remains outstanding against the foreign limited  
261 liability company in this state.

262 Sec. 6. Section 34-532 of the general statutes is repealed and the  
263 following is substituted in lieu thereof (*Effective October 1, 2009*):

264 (a) Each foreign statutory trust shall, before transacting business in  
265 this state, appoint in writing an agent upon whom all process, in any  
266 action or proceeding against it, may be served, and by such  
267 appointment the foreign statutory trust shall agree that any process  
268 against it which is served on such agent shall be of the same legal force  
269 and validity as if served on the foreign statutory trust in this state.

270 (b) A foreign statutory trust's agent for service upon whom process  
271 may be served shall be: (1) The Secretary of the State and his  
272 successors in office; (2) a natural person who is a resident of this state;  
273 (3) a domestic corporation; (4) a corporation not organized under the  
274 laws of this state which has procured a certificate of authority to  
275 transact business or conduct its affairs in this state; (5) a domestic  
276 limited liability company; (6) a limited liability company not organized  
277 under the laws of this state which has procured a certificate of  
278 registration to transact business or conduct its affairs in this state; (7) a  
279 domestic registered limited liability partnership; (8) a registered

280 limited liability partnership not organized under the laws of this state  
281 and which has procured a certificate of authority to transact business  
282 or conduct its affairs in this state; (9) a domestic statutory trust; or (10)  
283 a foreign statutory trust which has procured a certificate of registration  
284 to transact business or conduct its affairs in this state.

285 (c) A foreign statutory trust's appointment of the Secretary of the  
286 State and his successors in office as its initial agent upon whom  
287 process may be served shall be included in the application for  
288 registration as provided in section 34-531. A subsequent appointment  
289 of the Secretary of the State and his successors in office as a foreign  
290 statutory trust's agent upon whom process may be served shall be filed  
291 in the office of the Secretary of the State in such form as the secretary  
292 shall prescribe.

293 (d) A foreign statutory trust's appointment of a natural person or an  
294 entity set forth in subdivisions (2) to (10), inclusive, of subsection (b) of  
295 this section as its initial agent upon whom process may be served shall  
296 be included in the application for registration as provided in section  
297 34-531. A foreign statutory trust's subsequent appointment of any such  
298 natural person or entity as its agent upon whom process may be  
299 served shall be filed with the Secretary of the State in such form as the  
300 secretary shall prescribe setting forth: (1) The name of the foreign  
301 statutory trust; (2) the name of such agent; (3) a statement of  
302 acceptance by the statutory agent therein appointed; and (4) if such  
303 agent is a natural person, the business and residence addresses thereof;  
304 if such agent is an entity organized under the laws of this state, the  
305 address of the principal office thereof; if such agent is an entity not  
306 organized under the laws of this state, the address of the principal  
307 office thereof in this state. In each case, the address shall include the  
308 street and number or other particular designation. All subsequent  
309 written appointments filed with the Secretary of the State shall be  
310 signed by a trustee of the foreign statutory trust and, if other than the  
311 Secretary of the State, by the statutory agent therein appointed.

312 (e) If an agent dies, dissolves, removes from the state or resigns, the

313 foreign statutory trust shall forthwith appoint another agent upon  
314 whom process may be served. If such agent changes his or its address  
315 within the state from that appearing upon the records in the office of  
316 the Secretary of the State, the foreign statutory trust or agent shall  
317 forthwith file with the Secretary of the State a signed statement in  
318 duplicate to that effect. The Secretary of the State shall forthwith file  
319 one copy and mail the other copy of such statement [, together with  
320 notice that as a result of the failure to comply with this section, the  
321 authority to transact business in this state of such foreign statutory  
322 trust shall be deemed to have been revoked, by certified mail,] to the  
323 foreign statutory trust at the office designated in the application for  
324 registration filed pursuant to section 34-531. Upon the expiration of  
325 [one hundred twenty] thirty days after the mailing of such notice, the  
326 resignation shall be effective. [and the authority of the foreign  
327 statutory trust to transact business in this state shall be revoked unless  
328 a new agent has been appointed as provided in this section within  
329 such one-hundred-twenty-day period.] A foreign statutory trust may  
330 revoke the appointment of an agent upon whom process may be  
331 served by making a new appointment as provided in this section and  
332 any new appointment so made revokes all appointments theretofore  
333 made.

334 [(f) Whenever a foreign statutory trust fails to comply with this  
335 section, the authority of such foreign statutory trust shall be deemed to  
336 have been revoked.]

337 Sec. 7. Section 34-538 of the general statutes is repealed and the  
338 following is substituted in lieu thereof (*Effective October 1, 2009*):

339 (a) The certificate of registration of a foreign statutory trust to  
340 transact business in this state may be revoked by the Secretary of the  
341 State upon the conditions provided in this section when: (1) [The  
342 statutory trust has failed to file its annual report with the Secretary of  
343 the State; (2) a] A wilful misrepresentation has been made of any  
344 material matter in any application, report, affidavit or other document,  
345 submitted by such foreign statutory trust pursuant to sections 34-500

346 to 34-547, inclusive, as amended by this act; [or (3)] (2) the foreign  
347 statutory trust is exceeding the authority conferred upon it by said  
348 sections; or (3) the foreign statutory trust is without an agent upon  
349 whom process may be served in this state for sixty days or more.

350 (b) [(1) On the happening of the events set out in subdivision (1) of  
351 subsection (a) of this section, the Secretary of the State shall revoke the  
352 certificate of registration of such foreign statutory trust to transact  
353 business in this state. (2)] On the happening of the events set out in  
354 subdivision (1), (2) or (3) of subsection (a) of this section, the Secretary  
355 of the State shall give not less than twenty days written notice to the  
356 foreign statutory trust that said secretary intends to revoke the  
357 certificate of registration of such foreign statutory trust for one of said  
358 causes, specifying the same. Such notice shall be given by registered or  
359 certified mail addressed to the foreign statutory trust at its address as  
360 last shown on the records of the Secretary of the State. If, before  
361 expiration of the time set forth in the notice, the foreign statutory trust  
362 establishes to the satisfaction of the Secretary of the State that the  
363 stated cause for the revocation of its certificate of registration did not  
364 exist at the time the notice was mailed or, if it did exist at said time, has  
365 been cured, the Secretary of the State shall take no further action.  
366 Otherwise, on the expiration of the time stated in the notice, said  
367 secretary shall revoke the certificate of registration of such foreign  
368 statutory trust to transact business in this state.

369 (c) Upon revoking the certificate of registration of any foreign  
370 statutory trust, the Secretary of the State shall file a certificate of  
371 revocation in his office and mail a copy thereof to such foreign  
372 statutory trust at its address as last shown on said secretary's records.  
373 The filing of such certificate shall cause the authority of a foreign  
374 statutory trust to transact business in this state to cease.  
375 Notwithstanding the filing of the certificate of revocation, the  
376 appointment by a foreign statutory trust of an attorney upon whom  
377 process may be served shall continue in force as long as any liability  
378 remains outstanding against the foreign statutory trust in this state.

This act shall take effect as follows and shall amend the following sections:

Section 1	<i>October 1, 2009</i>	34-13b(e)
Sec. 2	<i>October 1, 2009</i>	34-38p
Sec. 3	<i>October 1, 2009</i>	34-38u
Sec. 4	<i>October 1, 2009</i>	34-224
Sec. 5	<i>October 1, 2009</i>	34-232
Sec. 6	<i>October 1, 2009</i>	34-532
Sec. 7	<i>October 1, 2009</i>	34-538

**JUD**      *Joint Favorable Subst.*

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

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***OFA Fiscal Note******State Impact:*** None***Municipal Impact:*** None***Explanation***

There is no fiscal impact associated with this bill.

***The Out Years******State Impact:*** None***Municipal Impact:*** None

**OLR Bill Analysis****sHB 6643*****AN ACT CONCERNING THE RESIGNATION OR ABSENCE OF AN AGENT FOR SERVICE OF PROCESS FOR CERTAIN BUSINESS ENTITIES.*****SUMMARY:**

This bill eliminates the requirement that the authority of certain out-of-state business entities to conduct business in Connecticut be automatically revoked for failing to have an agent for service of process. This applies to foreign limited partnerships, foreign limited liability companies, and foreign statutory trusts. Instead, the bill authorizes the secretary of the state to revoke the entity's authority for failing to have an agent for at least 60 days. The secretary must give the entity at least 20 days written notice, by registered or certified mail, of intent to revoke the certificate and the reasons for doing so. The certificate is revoked on the date specified in the notice unless the business entity shows that the reason for the revocation did not exist or has been cured. These revocation procedures apply under current law when an entity (1) willfully misrepresents a material matter in a application, report, affidavit, or document or (2) exceeds its authority.

The bill eliminates the requirement that (1) the copy of an agent's resignation statement that the secretary sends to the entity be sent by certified mail and (2) a notice be sent with the statement that the entity's authority to conduct business will be revoked.

The bill also eliminates the requirement that the secretary revoke a foreign statutory trust's certificate of registration to transact business for failure to file an annual report with the secretary.

EFFECTIVE DATE: October 1, 2009

**COMMITTEE ACTION**

Judiciary Committee

Joint Favorable Substitute

Yea 39      Nay 0      (03/27/2009)